

JUN. 24. 2008 1:52PM

WACHOVIA

NO. 8618 P. 2

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

Wachovia Bank, National Association and
Wachovia Capital Markets LLC,

Plaintiffs,

08 CV 5655

-against-

VCG Special Opportunities Master Fund, Ltd.
(f.k.a. CDO Plus Master Fund Ltd.),

Defendant.

DECLARATION OF MELISSA HELFRICH

Pursuant to 28 U.S.C. § 1746, Melissa Helfrich certifies as follows:

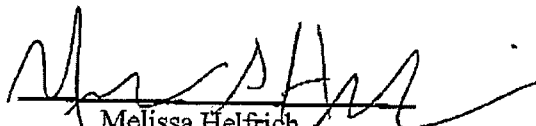
1. I am an employee in the Legal Entity and Documentation Operations Department of Wachovia Capital Markets LLC.
2. I make this declaration in support of the Motion for a Preliminary Injunction brought by Plaintiffs Wachovia Bank, National Association and Wachovia Capital Markets, LLC in the above-captioned action.
3. On June 12, 2008, I conducted a search of WCM's records for any written agreements between Wachovia Capital Markets LLC and either CDO Plus Master Fund Ltd. or VCG Special Opportunities Master Fund Ltd., the two names of the Defendant in the above-captioned action.
4. Based upon my search, I found no records of any written agreements between either CDO Plus Master Fund Ltd. or VCG Special Opportunities Master Fund Ltd. and Wachovia Capital Markets LLC.

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I declare under penalty of perjury that the foregoing is true and correct.

Executed on June 24, 2008.


Melissa Helfrich